

EXHIBIT 5

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re:

RESIDENTIAL CAPITAL, LLC, *et al.*,  
  
Debtors.

Chapter 11

Case No.: 12-12020 (MG)

Jointly Administered

**DECLARATION OF ATTORNEY ANDREW W. HUTTON  
IN SUPPORT OF KESSLER PLAINTIFFS' COUNSEL'S MOTION FOR AN AWARD  
OF ATTORNEY'S FEES AND REIMBURSEMENT OF LITIGATION EXPENSES**

Attorney Andrew W. Hutton, pursuant to 28 U.S.C. §1746, hereby declares as follows in support of the “**Motion**” referenced in the above caption:

1. I am an attorney and own a law practice called Hutton Law Group, located in San Diego, California.
2. I have been admitted to practice law in the state of California, and in various federal courts, as follows (in the corresponding years):
  - a. State of California (1994)
  - b. U.S. Supreme Court (2000)
  - c. U.S. Court of Appeals for the Seventh Circuit (1999)
  - d. U.S. Court of Appeals for the First Circuit (2000)
  - e. U.S. Court of Appeals for the Fifth Circuit (2002)
  - f. U.S. Court of Appeals for the Eighth Circuit (2002)
  - g. U.S. Court of Appeals for the Eleventh Circuit (2002)
  - h. U.S. Court of Appeals for the Ninth Circuit (2004)
  - i. U.S. District Court for the Southern District of California (1995)

- j. U.S. District Court for the Central District of California (1995)
- k. U.S. District Court for the Northern District of California (1995)
- l. U.S. District Court for the District of Arizona (1995)

3. I submit this declaration in support of Kessler Plaintiffs' Counsel's Motion for an Award of Attorney's Fees and Reimbursement of Expenses.

4. For over ten years, I have represented borrowers in class action litigation relating to second mortgage loans originated by Community Bank of Northern Virginia and Guaranty National Bank of Tallahassee, which loans were purchased by Residential Funding Company, LLC. Those lawsuits became part of the multidistrict proceeding pending in the United States District Court for the Western District of Pennsylvania captioned as *In Re: Community Bank of Northern Virginia Second Mortgage Lending Practice Litigation*, MDL No. 1674, Case Nos. 03-0425, 02-1201, 05-0688, 05-1386 (the "MDL Class Action"). I have represented those same borrowers since May 14, 2012 as part of what is now known as the Kessler Settlement Class pursuant to the continuation of the noted class action claims against RFC in this bankruptcy proceeding.

5. Set forth below on an hourly basis are my firm's legal services rendered on behalf of Kessler Class Members in this case, the lodestar value of those services and the expenses reasonably incurred by my firm in connection with this litigation for which I am requesting reimbursement.

6. The schedule attached is a summary indicating the amount of time spent by me and the associate attorneys of my firm who were involved in this litigation, and the lodestar calculations based on current rates for matters of this type. All the work was completed by attorneys of the firm. *See Exhibits 1 & 2.*

7. As set forth in Exhibit 1, the total number of hours expended on this litigation by my firm since its inception until May 14, 2012 in the predecessor class actions and then the MDL litigation is 397.25 hours. Based on the listed hourly rates for each timekeeper the total lodestar for my firm through that period of time is \$224,098.75.

8. As set forth in Exhibit 2, the total number of hours expended on this litigation by my firm since May 14, 2012 through October 30, 2013 is 56.50 hours. Based on the listed hourly rates for each timekeeper, the total lodestar through that period of time is \$25,235.00.

9. The hourly rates used for the attorneys included in Exhibits 1 & 2 are reasonable and have been accepted as reasonable in connection with other attorneys in prior complex class action litigation in this district.

10. My firm's lodestar figures do not include charges for expense items. Expense items are billed separately and such charges are not duplicated in my firm's above referenced rates. *See* Exhibits 3 & 4.

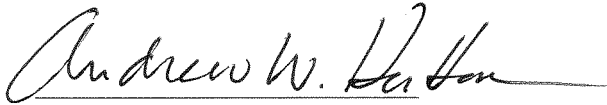
11. As detailed and categorized in Exhibit 3, my firm has incurred a total of \$3,254.57 in unreimbursed expenses in connection with the prosecution of the predecessor class actions and then the MDL litigation this litigation since the inception of those cases until May 14, 2012.

12. As detailed and categorized in Exhibit 4, my firm has incurred a total of \$200.00 in unreimbursed expenses in connection with the prosecution of this litigation since May 14, 2012 through October 30, 2013 in the bankruptcy proceedings.

13. The expenses incurred in this action are reflected on the books and records of my my law practice. These books and records are prepared from invoices, receipts, and other source materials and represent an accurate recordation of the expenses incurred.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on October 30, 2013 in San Diego, California

A handwritten signature in black ink, reading "Andrew W. Hutton". The signature is written in a cursive style with a long horizontal flourish extending to the right.

Andrew W. Hutton

**EXHIBIT 1**

**TO THE DECLARATION OF ATTORNEY ANDREW W. HUTTON  
IN SUPPORT OF KESSLER PLAINTIFFS' COUNSEL'S MOTION FOR AN AWARD  
OF ATTORNEY'S FEES AND REIMBURSEMENT OF LITIGATION EXPENSES**

<b>OWNER</b>	<b>RATE</b>	<b>HOURS</b>	<b>TOTAL</b>
Andrew W. Hutton	\$585	370.50	\$216,742.50
<b>ASSOCIATE</b>			
John E. Reikes	\$275	26.75	\$7,356.25
<b>FIRM TOTAL</b>		<b>397.25</b>	<b>\$224,098.75</b>

**EXHIBIT 2**

**TO THE DECLARATION OF ATTORNEY ANDREW W. HUTTON  
IN SUPPORT OF KESSLER PLAINTIFFS' COUNSEL'S MOTION FOR AN AWARD  
OF ATTORNEY'S FEES AND REIMBURSEMENT OF LITIGATION EXPENSES**

<b>OWNER</b>	<b>RATE</b>	<b>HOURS</b>	<b>TOTAL</b>
Andrew W. Hutton	\$585	30.00	\$17,550.00
<b>ASSOCIATE</b>			
Austin J. Evans	\$290	26.50	\$7,685.00
<b>FIRM TOTAL</b>		<b>56.50</b>	<b>\$25,235.00</b>

**EXHIBIT 3**

**TO THE DECLARATION OF ATTORNEY ANDREW W. HUTTON  
IN SUPPORT OF KESSLER PLAINTIFFS' COUNSEL'S MOTION FOR AN AWARD  
OF ATTORNEY'S FEES AND REIMBURSEMENT OF LITIGATION EXPENSES**

<b>CATEGORIES</b>	<b>EXPENSES</b>
Travel and related expenses	\$1,684.57
Legal research	1,570.00
<b>TOTAL EXPENSES</b>	<b>\$3,254.57</b>

**EXHIBIT 4**

**TO THE DECLARATION OF ATTORNEY ANDREW W. HUTTON  
IN SUPPORT OF KESSLER PLAINTIFFS' COUNSEL'S MOTION FOR AN AWARD  
OF ATTORNEY'S FEES AND REIMBURSEMENT OF LITIGATION EXPENSES**

<b>CATEGORIES</b>	<b>EXPENSES</b>
Legal research	\$200.00
<b>TOTAL EXPENSES</b>	<b>\$200.00</b>